

NEW JERSEY BUREAU OF SECURITIES

153 Halsey Street, 6<sup>th</sup> Floor

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Newark, NJ 07101

(973) 504-3600

NEW JERSEY REGISTRATION STATEMENT  
FOR REGISTRATION BY NOTIFICATION

All items must be answered. Attach riders where necessary.

I. DESCRIPTION OF ISSUER

A. Name: \_\_\_\_\_

B. Address: \_\_\_\_\_

C. Form of organization:

State: \_\_\_\_\_

Date organized: \_\_\_\_\_

D. General character of business: \_\_\_\_\_

\_\_\_\_\_

E. Principal place of business: \_\_\_\_\_

\_\_\_\_\_

II. DESCRIPTION OF SUBSIDIARIES

(State the information requested in Question I for each significant subsidiary of the issuer.)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

III. DESCRIPTION OF APPLICANT

(Complete if applicant is not the issuer.)

A. Name: \_\_\_\_\_

B. Address: \_\_\_\_\_

C. Relationship to issuer: \_\_\_\_\_

## IV. INFORMATION REGARDING NONISSUER DISTRIBUTION

(Complete only if offering or any part thereof is for the benefit of selling securityholders.)

A. Name of each person on whose behalf any part of the offering is to be made: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

B. Address(es): \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

C. Amount of securities currently held by each selling securityholder: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

D. Reason (purpose) for making this offering: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## V. DESCRIPTION OF SECURITIES

<u>Description of securities</u>	<u>Offering price or proposed offering price</u>	<u>Total offering</u>		<u>Offering in this state</u>	
		<u># of shares or units</u>	<u>\$ of shares or units</u>	<u># of shares or units</u>	<u>\$ of shares or units</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
	Totals	_____	_____	_____	_____

## VI. INFORMATION AND DOCUMENTS REQUIRED

A. States in which a registration statement or similar document in connection with this offering has been or is to be filed. \_\_\_\_\_

B. State whether any withdrawal or any adverse order, judgment, or decree has been entered in connection with this offering by the regulatory authorities in any state or by any court or by the Securities and Exchange Commission. \_\_\_\_\_

If so, give details. \_\_\_\_\_

C. (1). Proposed offering price per unit (or the method by which it is to be computed). \_\_\_\_\_

(2). State whether the price will vary as to any person or class of persons other than underwriters. \_\_\_\_\_

If so, give details. \_\_\_\_\_

(3). Is this offering, or any part thereof, to be made other than for cash? \_\_\_\_\_

If so, give details. \_\_\_\_\_

D. (1). Estimated aggregate underwriting and selling discounts or commissions and finder's fees.

Show each means of payment separately (e.g., cash, securities, contracts). \_\_\_\_\_

(2). If the selling discounts and commissions are variable, state the basis of determining them,

including their maximum and minimum amount. \_\_\_\_\_

\_\_\_\_\_

- (3). State the estimated amounts of other selling expenses, including legal, engineering and accounting expenses. \_\_\_\_\_

\_\_\_\_\_

- E. (1). The name and address of every underwriter, agent, broker-dealer or other recipient of a commission, discount or finder's fee. (Submit the underwriting agreement or form of underwriting agreement as an exhibit.) \_\_\_\_\_

\_\_\_\_\_

- (2). If the securities are not to be offered through an underwriter, describe the plan of distribution. \_\_\_\_\_

\_\_\_\_\_

- (3). Identify the agent or broker-dealer registered in New Jersey who will offer the securities or state the applicable exemption. \_\_\_\_\_

\_\_\_\_\_

- F. Description of any stock options outstanding or to be created in connection with this offering.

\_\_\_\_\_

\_\_\_\_\_

- G. List dollar amounts of options held by each of the following:

	<u>Name and address</u>	<u>Dollar amount of options held</u>
1. Each director or officer of the issuer or person occupying a similar status.	_____ _____	_____ _____

- |   |       |       |
|---|-------|-------|
| 2. Any person owning of record,<br>or beneficially if known, at<br>least 10% of the outstanding<br>shares of any class of equity<br>security of the issuer. | _____ | _____ |
|   | _____ | _____ |
|   | _____ | _____ |
| 3. Every promoter of the issuer if<br>the issuer was organized within<br>the past 3 years.  | _____ | _____ |
|   | _____ | _____ |
| 4. If this is a nonissuer distribution,<br>any person on whose behalf this<br>offering is to be made.   | _____ | _____ |
|   | _____ | _____ |
| 5. Every underwriter or recipient of<br>a finder's fee (every person listed<br>in paragraph E).   | _____ | _____ |
|   | _____ | _____ |
| 6. Every person who holds or will<br>hold 10% or more in the aggregate<br>of such options.  | _____ | _____ |
|   | _____ | _____ |

## H. EXHIBITS

Submitted herewith as part of this registration statement are the following documents. (Documents on file may be incorporated by reference.)

1. A statement of eligibility for registration by notification.
2. A copy of the underwriting or selected dealer agreement (or the proposed form).
3. A copy of any prospectus, pamphlet, circular, form letter, advertisement, or other sales literature intended to be used in connection with this offering.
4. A consent to service of process of the issuer (with appropriate resolution).
5. The New Jersey Addendum.
6. Financial statements pursuant to N.J.S.A. 49:3-61.2(b)(6), specifically:
  - (a) A balance sheet of issuer as of a date within 4 months prior to the filing of this registration statement; and
  - (b) A summary of earnings for each of the 2 fiscal years preceding the date of the balance sheet, and summary of earnings for any period between the close of the last fiscal year and

the date of the balance sheet, or for the period of the issuer's and any predecessor's existence if less than 2 years.

7. The registration fee of \$1,000.00.

\_\_\_\_\_  
Name of Applicant

By: \_\_\_\_\_  
(Name and Title)

DATE: \_\_\_\_\_

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

The undersigned, \_\_\_\_\_, being first duly sworn, deposes and says:

That he has executed the foregoing application for and on behalf of the applicant named therein; that he is \_\_\_\_\_ of such applicant and is fully authorized to execute and file such application; that he is familiar with such application; and that to the best of his knowledge, information and belief the statements made in such application are true and the documents submitted therewith are true copies of the originals thereof.

\_\_\_\_\_  
Name

Subscribed and sworn to before me

this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

NOTARY PUBLIC

In and for the County of \_\_\_\_\_

State of \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

(Notarial Seal)